

RECORDATION NO. 26816-A FILED

AUG 10 '11 -1 00 PM

SURFACE TRANSPORTATION BOARD

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ELIAS C. ALVORD (1942)  
ELLSWORTH C. ALVORD (1964)

August 10, 2011

Chief  
Section of Administration  
Office of Proceedings  
Surface Transportation Board  
395 E Street, S.W.  
Washington, D.C. 20423

Dear Section Chief,

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Lease, dated as of August 1, 2011, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Lease previously filed with the Board under Recordation Number 26816.

The names and addresses of the parties to the enclosed document are:

Lessor: Macquarie Rail Inc.  
1 North Wacker Drive, 9<sup>th</sup> Floor  
Chicago, IL 60606

Lessee: Old Augusta Railroad, LLC  
157 Buck Creek Road  
New Augusta, MX 39462

Section Chief  
August 10, 2011  
Page 2

A description of the railroad equipment covered by the enclosed document is.

333 boxcars within the series OAR 61100 – OAR 62317 as more particularly set forth in the attachment to the document.

A short summary of the document to appear in the index is:

Memorandum of Lease

Also enclosed is a check in the amount of \$41.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'Alvord', with a long horizontal stroke extending to the right.

Robert W. Alvord

RWA/sem  
Enclosures

RECORDATION NO. 26816-A FILED

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SURFACE TRANSPORTATION BOARD

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**MEMORANDUM OF LEASE  
BETWEEN  
MACQUARIE RAIL INC.  
("LESSOR")**

**AND**

**OLD AUGUSTA RAILROAD, LLC  
("LESSEE")**

*August 1, 2011*

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**THIS MEMORANDUM OF LEASE** is executed as of August 1, 2011 by and between MACQUARIE RAIL INC., a Delaware corporation ("*Lessor*"), and OLD AUGUSTA RAILROAD, LLC, a Delaware limited liability company ("*Lessee*").

WITNESSETH:

1. Lessor has leased to Lessee the 333 units of railroad rolling stock described on Exhibit A attached hereto and made a part hereof.
2. The Lease is effective as of the date first set forth hereinabove and is subject to the lease term, as described in the Lease.
3. This Memorandum is executed and delivered for the purposes of evidencing the lease transaction described herein and may be filed or recorded in such offices as the Lessor may elect. Lessee further authorizes Lessor to make such other filings as Lessor may reasonably deem necessary or appropriate to evidence, perfect or protect its interest. Nothing herein, however, shall alter the terms of the Lease.

IN WITNESS WHEREOF, the parties hereto have caused this instrument to be signed and sealed by their respective corporate officers as of the date and year first above written.

Lessor: MACQUARIE RAIL INC.

By: \_\_\_\_\_  
Title: \_\_\_\_\_  
Date: \_\_\_\_\_

Lessee: OLD AUGUSTA RAILROAD, LLC

By: GW Conduwight  
Title: Dir Strategic Operations (PP)  
Date: 8-8-11 MKW

**THIS MEMORANDUM OF LEASE** is executed as of **August 1, 2011** by and between **MACQUARIE RAIL INC.**, a Delaware corporation ("**Lessor**"), and **OLD AUGUSTA RAILROAD, LLC**, a Delaware limited liability company ("**Lessee**").

**WITNESSETH:**

1. Lessor has leased to Lessee the 333 units of railroad rolling stock described on Exhibit A attached hereto and made a part hereof.
2. The Lease is effective as of the date first set forth hereinabove and is subject to the lease term, as described in the Lease.
3. This Memorandum is executed and delivered for the purposes of evidencing the lease transaction described herein and may be filed or recorded in such offices as the Lessor may elect. Lessee further authorizes Lessor to make such other filings as Lessor may reasonably deem necessary or appropriate to evidence, perfect or protect its interest. Nothing herein, however, shall alter the terms of the Lease.

IN WITNESS WHEREOF, the parties hereto have caused this instrument to be signed and sealed by their respective corporate officers as of the date and year first above written.

Lessor: MACQUARIE RAIL INC

By: [Signature] VP, L&T  
Title: President STP Operations  
Date: 8-5-2011 8-5-2011

Lessee: OLD AUGUSTA RAILROAD, LLC

By: \_\_\_\_\_  
Title: \_\_\_\_\_  
Date: \_\_\_\_\_

STATE OF \_\_\_\_\_

COUNTY OF \_\_\_\_\_

On this \_\_\_\_ day of \_\_\_\_, 20\_\_, before me personally appeared \_\_\_\_\_, to me personally known, who being by me duly sworn, says that he is the \_\_\_\_\_ of MACQUARIE RAIL INC. that the foregoing instrument was signed on behalf of said corporation, and he/she acknowledged that the execution of the said instrument was his/her free act and deed.

\_\_\_\_\_  
NOTARY PUBLIC

My commission expires:

STATE OF Georgia

COUNTY OF Fulton

On this 21<sup>st</sup> day of Aug 2011, before me personally appeared Glen Carwright, to me personally known, who being by me duly sworn, says that he is the Director of OLD AUGUSTA RAILROAD, LLC that the foregoing instrument was signed on behalf of said OLD AUGUSTA RR, and he/she acknowledged that the execution of the said instrument was his/her free act and deed.

Sherry L. Casper  
NOTARY PUBLIC

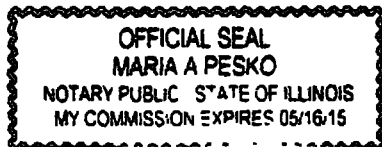
My commission expires

1-10-2013

STATE OF Illinois

COUNTY OF Cook

On this 16 day of July, 2011, before me personally appeared David Eckenroth to me personally known, who being by me duly sworn, says that he is the President of MACQUARIE RAIL INC that the foregoing instrument was signed on behalf of said corporation, and he/she acknowledged that the execution of the said instrument was his/her free act and deed.



My commission expires: 5/16/15

[Signature]  
NOTARY PUBLIC

STATE OF \_\_\_\_\_

COUNTY OF \_\_\_\_\_

On this \_\_\_\_ day of \_\_\_\_, 20\_\_, before me personally appeared \_\_\_\_\_, to me personally known, who being by me duly sworn, says that he is the \_\_\_\_\_ of OLD AUGUSTA RAILROAD, LLC that the foregoing instrument was signed on behalf of said \_\_\_\_\_, and he/she acknowledged that the execution of the said instrument was his/her free act and deed

\_\_\_\_\_  
NOTARY PUBLIC

My commission expires

**EXHIBIT A**  
**DESCRIPTION AND LIST OF RAILROAD ROLLING STOCK SUBJECT TO THE**  
**LEASE**

**333 Boxcars, bearing "OAR" reporting marks and the following numbers:**

<u>Count</u>	<u>Car</u> <u>Number</u>	<u>Count</u>	<u>Car</u> <u>Number</u>	<u>Count</u>	<u>Car</u> <u>Number</u>	<u>Count</u>	<u>Car</u> <u>Number</u>
1	61100	36	61139	71	61234	106	61270
2	61101	37	61140	72	61235	107	61271
3	61102	38	61200	73	61236	108	61272
4	61104	39	61201	74	61237	109	61273
5	61106	40	61202	75	61238	110	61274
6	61107	41	61203	76	61239	111	61275
7	61108	42	61204	77	61240	112	61276
8	61109	43	61205	78	61241	113	61277
9	61110	44	61206	79	61242	114	61278
10	61112	45	61207	80	61243	115	61279
11	61113	46	61209	81	61244	116	61280
12	61114	47	61210	82	61245	117	61281
13	61115	48	61211	83	61246	118	61282
14	61116	49	61212	84	61247	119	61283
15	61117	50	61213	85	61248	120	61284
16	61118	51	61214	86	61249	121	61285
17	61119	52	61215	87	61250	122	61286
18	61120	53	61216	88	61251	123	61287
19	61122	54	61217	89	61252	124	61290
20	61123	55	61218	90	61253	125	61291
21	61124	56	61219	91	61254	126	61292
22	61125	57	61220	92	61255	127	61293
23	61126	58	61221	93	61256	128	61294
24	61127	59	61222	94	61257	129	61295
25	61128	60	61223	95	61259	130	61296
26	61129	61	61224	96	61260	131	61297
27	61130	62	61225	97	61261	132	61299
28	61131	63	61226	98	61262	133	62100
29	61132	64	61227	99	61263	134	62101
30	61133	65	61228	100	61264	135	62103
31	61134	66	61229	101	61265	136	62104
32	61135	67	61230	102	61266	137	62105
33	61136	68	61231	103	61267	138	62106
34	61137	69	61232	104	61268	139	62107
35	61138	70	61233	105	61269	140	62108



<u>Count</u>	<u>Car Number</u>
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141 62109  
 142 62111  
 143 62113  
 144 62114  
 145 62115  
 146 62116  
 147 62117  
 148 62118  
 149 62119  
 150 62120  
 151 62121  
 152 62122  
 153 62123  
 154 62124  
 155 62125  
 156 62126  
 157 62127  
 158 62128  
 159 62129  
 160 62130  
 161 62131  
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 164 62134  
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 166 62136  
 167 62137  
 168 62138  
 169 62139  
 170 62140  
 171 62141  
 172 62142  
 173 62143  
 174 62144  
 175 62145  
 176 62146  
 177 62147  
 178 62148  
 179 62149  
 180 62150  
 181 62151

<u>Count</u>	<u>Car Number</u>
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182 62152  
 183 62153  
 184 62154  
 185 62155  
 186 62156  
 187 62157  
 188 62158  
 189 62159  
 190 62160  
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 192 62162  
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 213 62183  
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 215 62185  
 216 62186  
 217 62187  
 218 62188  
 219 62189  
 220 62190  
 221 62191  
 222 62193

<u>Count</u>	<u>Car Number</u>
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223 62194  
 224 62195  
 225 62196  
 226 62197  
 227 62198  
 228 62199  
 229 62200  
 230 62201  
 231 62202  
 232 62203  
 233 62204  
 234 62205  
 235 62206  
 236 62208  
 237 62209  
 238 62210  
 239 62211  
 240 62212  
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 249 62221  
 250 62222  
 251 62223  
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 255 62227  
 256 62229  
 257 62230  
 258 62231  
 259 62232  
 260 62233  
 261 62234  
 262 62235  
 263 62236

<u>Count</u>	<u>Car Number</u>
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264 62238  
 265 62239  
 266 62240  
 267 62241  
 268 62242  
 269 62243  
 270 62244  
 271 62245  
 272 62246  
 273 62247  
 274 62248  
 275 62249  
 276 62250  
 277 62253  
 278 62254  
 279 62255  
 280 62256  
 281 62257  
 282 62258  
 283 62259  
 284 62260  
 285 62261  
 286 62262  
 287 62263  
 288 62265  
 289 62266  
 290 62267  
 291 62268  
 292 62269  
 293 62270  
 294 62271  
 295 62273  
 296 62274  
 297 62275  
 298 62276  
 299 62277  
 300 62278  
 301 62279  
 302 62280  
 303 62282  
 304 62283

<b>Count</b>	<b><u>Car</u> Number</b>
305	62285
306	62287
307	62288
308	62289
309	62290
310	62291
311	62292
312	62293
313	62294
314	62295
315	62296
316	62297
317	62298
318	62299
319	62300
320	62301
321	62302
322	62303
323	62304
324	62305
325	62306
326	62307
327	62310
328	62311
329	62312
330	62313
331	62314
332	62315
333	62317

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: 8/10/11



\_\_\_\_\_  
Robert W Alvord